

UNITED STATES DISTRICT COURT
DISTRICT OF MASSACHUSETTS

NEW ENGLAND CARPENTERS HEALTH) C.A. No. 1:05-CV-11148-PBS
BENEFITS FUND, PIRELLI ARMSTRONG)
RETIREE MEDICAL BENEFITS TRUST;)
TEAMSTERS HEALTH & WELFARE FUND)
OF PHILADELPHIA AND VICINITY;)
PHILADELPHIA FEDERATION OF)
TEACHERS HEALTH AND WELFARE)
FUND; DISTRICT COUNCIL 37, AFSCME -)
HEALTH & SECURITY PLAN; JUNE)
SWAN; MAUREEN COWIE and BERNARD)
GORTER,)
Plaintiffs,)
v.)
FIRST DATABANK, INC., a Missouri)
corporation; and McKESSON)
CORPORATION, a Delaware corporation,)
Defendants.)

**CLASS PLAINTIFFS' AMENDED MOTION FOR LEAVE TO FILE
THIRD AMENDED COMPLAINT**

Pursuant to Fed. R. Civ. P. 15(a), Class Plaintiffs hereby file their amended motion for leave to file a Third Amended Complaint to add an additional class of uninsured consumers and to add antitrust claims on behalf of all classes. This motion is supported by the accompanying memorandum of law. No additional discovery will be necessary for the antitrust claims; the same evidence of Defendants' misconduct that supports Class Plaintiffs' RICO claim also supports a violation of antitrust law based on price fixing.

DATED: October 9, 2007

By /s/ Steve W. Berman

Steve W. Berman
Sean R. Matt
Nicholas Styant-Browne
Barbara A. Mahoney
Hagens Berman Sobol Shapiro LLP
1301 Fifth Avenue, Suite 2900
Seattle, WA 98101
Telephone: (206) 623-7292
Facsimile: (206) 623-0594

Thomas M. Sobol (BBO #471770)
Ed Notargiacomo (BBO #567363)
Hagens Berman Sobol Shapiro LLP
One Main Street, 4th Floor
Cambridge, MA 02142
Telephone: (617) 482-3700
Facsimile: (617) 482-3003

Jeffrey Kodroff
John Macoretta
Spector, Roseman & Kodroff, P.C.
1818 Market Street, Suite 2500
Philadelphia, PA 19103
Telephone: (215) 496-0300
Facsimile: (215) 496-6611

Marc H. Edelson
Allan Hoffman
Hoffman & Edelson
45 West Court Street
Doylestown, PA 18901
Telephone: (215) 230-8043
Facsimile: (215) 230-8735

Kenneth A. Wexler
Jennifer Fountain Connolly
Wexler Toriseva Wallace LLP
55 W. Monroe, Suite 3300
Chicago, IL 60603
Telephone: (312) 346-2222
Facsimile: (312) 346-0022

George E. Barrett
Edmund L. Carey, Jr.
Barret, Johnston & Parsley
217 Second Avenue, North
Nashville, TN 37201
Telephone: (615) 244-2202
Facsimile: (615) 252-3798

CERTIFICATE PURSUANT TO LOCAL RULE 7.1

Pursuant to Local Rule 7.1(A)(2), the undersigned certifies that counsel for Plaintiffs conferred with counsel for McKesson regarding its original motion for Leave to File a Third Amended Complaint to add an additional class of uninsured consumers. McKesson advised Plaintiffs that it opposed their motion.

Plaintiffs subsequently sought consent from McKesson to file a second motion to amend to assert antitrust claims on behalf of the existing classes. Counsel for McKesson advised that McKesson would oppose Plaintiffs' motion but observed that it would be less confusing to amend the pending motion to include the additional request and further advised that McKesson would not oppose an amendment of Plaintiffs' earlier motion for that purpose.

/s/ Steve W. Berman

Steve W. Berman

CERTIFICATE OF SERVICE

I hereby certify that a true copy of the above document was served upon the attorney of record for each other party through the Court's electronic filing service on October 9, 2007.

/s/ Steve W. Berman

Steve W. Berman

UNITED STATES DISTRICT COURT
DISTRICT OF MASSACHUSETTS

NEW ENGLAND CARPENTERS HEALTH BENEFITS FUND, PIRELLI ARMSTRONG RETIREE MEDICAL BENEFITS TRUST; TEAMSTERS HEALTH & WELFARE FUND OF PHILADELPHIA AND VICINITY; PHILADELPHIA FEDERATION OF TEACHERS HEALTH AND WELFARE FUND; DISTRICT COUNCIL 37, AFSCME - HEALTH & SECURITY PLAN; JUNE SWAN; MAUREEN COWIE and BERNARD GORTER,

Plaintiffs,

v.

FIRST TABDBANK, INC., a Missouri corporation; and McKESSON CORPORATION, a Delaware corporation,

Defendants.

C.A. No. 1:05-CV-11148-PBS

Judge Patti B. Saris

[PROPOSED] ORDER GRANTING CLASS PLAINTIFFS' AMENDED MOTION FOR LEAVE TO FILE THIRD AMENDED COMPLAINT

Class Plaintiffs have moved, pursuant to Fed. R. Civ. P. 15(a), for an order granting leave to file their Third Amended Complaint. Having considered the submissions of the parties and the record in this case, IT IS HEREBY ORDERED as follows:

Class Plaintiffs' motion is GRANTED and the Third Amended Complaint may be filed.

DONE this _____ day of _____, 2007.

HONORABLE PATTI B. SARIS
United States District Court

CERTIFICATE OF SERVICE

I hereby certify that a true copy of the above document was served upon the attorney of record for each other party through the Court's electronic filing service on October 9, 2007.

/s/ Steve W. Berman
Steve W. Berman